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DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

January 17, 2013

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Via Overnight Courier

Docket Control - Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007-2927

DOCKETED BY

Re: CONSUMMATION NOTICE & COMPLIANCE FILING

Docket Nos. T-03654A-12-0380, T-02438B-12-0380, T-04176A-12-0380, T-03708A-12-0380; Decision No. 73578

Joint Application of (1) Level 3 Communications, LLC, Broadwing Communications, LLC, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. for a Limited Waiver of the Public Utility Holding Companies and Affiliates Interest Rules (A.A.C. R14-2-801 et seq.) or, in the Alternative, Approval of Guarantee under A.A.C. R14-2-804; and (2) Level 3 Communications, LLC, Broadwing Communications, LLC, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. for Authorization to Encumber and/or Mortgage Their Assets

Dear Docket Control:

On behalf of Level 3 Communications, LLC, Broadwing Communications, LLC, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. (collectively, the "Applicants"), this letter notifies the Arizona Corporation Commission ("Commission") that Applicants have provided guarantees and related asset pledges as security for the \$1.415 billion Term Loan financing transaction and guarantees for the \$775 million principal amount of 7% Senior Notes described in the above-referenced Application.

In compliance with Decision No. 73578, Applicants notify the Commission that the "security documents" associated with the \$775 million principal amount of 7% Senior Notes financing transaction are available in the Securities and Exchange Commission ("SEC") 8-K filed on August 7, 2012 and online at: <http://www.sec.gov/Archives/edgar/data/794323/000110465912055278/0001104659-12-055278-index.htm> as well as the SEC 8-K filed on December 6, 2012 and online at: <http://www.sec.gov/Archives/edgar/data/794323/000110465912082507/0001104659-12-082507-index.htm>. In addition, Applicants notify the Commission that the "security documents" associated with the \$1.415 billion Term Loan financing transaction are available in the SEC 8-K filed on August 9, 2012 and online at: <http://www.sec.gov/Archives/edgar/data/794323/000110465912056612/0001104659-12-056612-index.htm>. Specifically, please see the exhibits to each of the filed 8-K forms and links thereto listed in the attachment to this letter. Due to the voluminous size of these documents, Applicants request that the Commission accept the links in lieu of the actual

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documents. At the request of staff, Applicants would be pleased to email a copy of these documents in pdf format.

An original and fourteen (14) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Catherine Wang".

Catherine Wang
Danielle Burt

Counsel for Applicants

cc (via email): Michael Patten, Esq.

ATTACHMENT

\$775 million principal amount of 7% Senior Notes “Security Documents”

Exh. No.	Document Name	Link
4.1	Indenture, dated as of August 6, 2012, between Level 3 Communications, Inc., as Guarantor, Level 3 Financing, Inc., as Issuer, and The Bank of New York Mellon Trust Company, N.A., as Trustee.	http://www.sec.gov/Archives/edgar/data/794323/000110465912055278/a12-17723_2ex4d1.htm
4.2	Level 3 Financing, Inc. \$775,000,000 7% Senior Notes due 2020 Registration Agreement.	http://www.sec.gov/Archives/edgar/data/794323/000110465912055278/a12-17723_2ex4d2.htm
4.1	Supplemental Indenture, dated as of December 6, 2012, among Level 3 Communications, LLC, Level 3 Financing, Inc., and The Bank of New York Mellon Trust Company, N.A., as Trustee.	http://www.sec.gov/Archives/edgar/data/794323/000110465912082507/a12-28738_1ex4d1.htm
4.2	Supplemental Indenture, dated as of December 6, 2012, among Level 3 Financing, Inc., Level 3 Communications, Inc., Level 3 Communications, LLC, and the Bank of New York Mellon Trust Company, N.A., as Trustee.	http://www.sec.gov/Archives/edgar/data/794323/000110465912082507/a12-28738_1ex4d2.htm

\$1.415 billion Term Loan “Security Documents”

10.1	Fourth Amendment Agreement, dated as of August 6, 2012, to Amended and Restated Credit Agreement dated as of November 10, 2011.	http://www.sec.gov/Archives/edgar/data/794323/000110465912056612/a12-17973_1ex10d1.htm
10.3	Amended and Restated Loan Proceeds Note, dated August 6, 2012, issued by Level 3 Communications, LLC to Level 3 Financing, Inc. in the Initial Principal Amount of \$4,015,000,000.	http://www.sec.gov/Archives/edgar/data/794323/000110465912056612/a12-17973_1ex10d3.htm